

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: TRIBUNE COMPANY FRAUDULENT
CONVEYANCE LITIGATION

MARC S. KIRSCHNER, as Litigation Trustee
for the TRIBUNE LITIGATION TRUST,

Plaintiff,

-against-

CITIGROUP GLOBAL MARKETS INC. and
MERRILL LYNCH, PIERCE, FENNER &
SMITH INCORPORATED,

Defendants.

Consolidated Multidistrict Action
No. 11-MD-2296 (RJS)
No. 12-MC-2296 (RJS)

Individual Action
No. 12-CV-6055 (RJS)

**DECLARATION OF ANDREW G. GORDON IN SUPPORT OF CITIGROUP GLOBAL
MARKETS INC. AND MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED'S PHASE TWO MOTION TO DISMISS THE *CITIGROUP* ACTION
(PHASE TWO MOTION NO. 10)**

ANDREW G. GORDON declares pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel for Defendant Citigroup Global Markets Inc ("CGMI"). I make this declaration in support of CGMI and Merrill Lynch, Pierce, Fenner & Smith Incorporated's ("MLPFS") Phase Two motion to dismiss the *Citigroup* Action, dated May 23, 2014 (Phase Two Motion No. 10). I am admitted to practice before this Court.

2. Attached as Exhibit A is a true and correct copy of the CGMI Engagement Letter, dated October 27, 2006.

3. Attached as Exhibit B is a true and correct copy of the MLPFS Engagement Letter, dated October 17, 2005.

4. Attached as Exhibit C is a true and correct excerpt of the Tribune Company Senior Credit Facility, dated May 17, 2007.

5. Attached as Exhibit D is a true and correct excerpt of the Tribune Company Bridge Facility, dated December 20, 2007.

6. Attached as Exhibit E is a true and correct excerpt of the July 7, 2010 Sworn Examination of Rosanne Kurmaniak, taken in connection with the filing of the Report of Kenneth N. Klee, as Examiner, in *In re: Tribune Co.*, No. 08-13141.

I declare under penalty of perjury that the foregoing is true and correct.

Executed at: New York, New York
May 23, 2014

/s/ Andrew G. Gordon
Andrew G. Gordon, Esq.